

IN THE UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

In re	)	<b>Chapter 11</b>
	)	
W. R. Grace & Co., <u>et al.</u> , <sup>1</sup>	)	<b>Case No. 01-01139 (JKF)</b>
	)	
	)	<b>(Jointly Administered)</b>
Debtors.	)	
	)	<b>Objection Deadline: July 8, 2003 at 4:00 p.m.</b>
	)	<b>Hearing Date: TBD only if necessary</b>

**SEVENTH MONTHLY FEE APPLICATION OF  
WACHTELL, LIPTON, ROSEN & KATZ  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES AS  
SPECIAL CORPORATE COUNSEL TO THE DEBTORS  
FOR THE PERIOD FROM APRIL 1, 2003 THROUGH APRIL 30, 2003**

Name of Applicant:	Wachtell, Lipton, Rosen & Katz ("Applicant")
Authorized to Provide Professional Services to:	The above captioned debtors and debtors in possession

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.) CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a/ Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a/ Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc. ), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc., ), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a/ Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Company.

Period for which compensation and reimbursement is sought:	April 1, 2003 through April 30, 2003 (the "Seventh Fee Period")
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Amount of Compensation sought as actual, reasonable, and necessary:	\$2,643.75
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Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	\$113.72
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This is a XX monthly         interim         final      application.

Prior Applications filed:

Application	Date Filed	Period Covered	Fees Requested	Expenses Requested	Fees Approved By Auditor	Expenses Approved By Auditor
"First Fee Application"	November 19, 2002	April 2, 2001 – September 30, 2002	\$147,341.50	\$24,879.53	\$145,541.50 <sup>2</sup>	\$24,060.24
"Second Fee Application"	April 11, 2003	October 1, 2002 – October 31, 2002	\$1,775.00	\$87.60		
"Third Fee Application"	April 11, 2003	November 1, 2002 – November 30, 2002	\$15,011.25	\$251.91		
"Fourth Fee Application"	April 11, 2003	December 1, 2002 – December 31, 2002	\$19,270.50	\$771.14		
"Fifth Fee Application" <sup>3</sup>	April 11, 2003	January 1, 2003 – January 31, 2003	\$743.75	\$61.13		
"Sixth Fee Application"	May 9, 2003	March 1, 2003 – March 31, 2003	\$4,504.25	631.74		

<sup>2</sup> The Fee Auditor filed the Fee Auditor's Final Report Regarding Fee Application of Wachtell, Lipton, Rosen & Katz for the Sixth Interim Period, dated February 11, 2003, in which the Auditor recommended reduction of Applicant's fees and expenses as set forth in the Table. Applicant received two checks from the Debtors totaling \$169,602.14, which is .40 more than recommended by the fee auditor.

<sup>3</sup> Applicant determined not to file for time spent during the month of February, 2003. Such time was spent rectifying certain delays with filing fee applications. In respect to time spent drafting fee applications, Applicant is requesting fees incurred only with respect to those fee applications actually filed, as set forth more fully in Exhibit A hereof.

Name of Professional or Paraprofessional Person	Position with the Applicant and Number of Years in That Position; Year of Obtaining Relevant License to Practice	Hourly Billing Rate	Total Billed Hours	Total Compensation
Harold S. Novikoff	Creditors Rights Partner since 1981/ 28 years at Applicant/ admitted to Bar in 1976	\$675	1.70	\$1,147.50
Beth M. Polebaum	Independent Contractor <sup>4</sup> / admitted to Bar in 1984	\$300	3.80	\$1,140.00
Robinson Strauss	Paralegal/ 3 years at Applicant	\$125	2.85	\$356.75
	Total:		8.35	\$2,643.75
	Blended Rate:			\$316.62 per hour

Contemporaneous time records of all such professionals are attached hereto as Exhibit A.

**COMPENSATION BY PROJECT CATEGORY**  
**April 1, 2003 through April 30, 2003**

Project Category	Total Hours	Total Fees Requested	Total Disbursements Requested
11 – Fee Applications, Applicant	6.95	\$1,698.75	\$113.72
15 – Litigation and Litigation Consulting	1.40	\$945.00	\$00.00

<sup>4</sup> Ms. Polebaum was formerly associated with Applicant for three years and has been engaged by Applicant as an independent contractor on a matter by matter basis for an additional three years.

**EXPENSE SUMMARY**

<u>Expense Category</u>	<u>Service Provider</u> (if applicable)	<u>Total Expenses</u>
Duplicating/Scanning Imaging		1.80
Duplicating		5.55
Duplicating/Doc Boundries		0.40
Meals—Paralegals	Island Burgers and Shakes	11.22
O/S Obtain Court Documents	Pacer LEXIS Courtlink	94.75
<b>TOTAL</b>		<b>\$113.72</b>

Expense details are attached hereto as Exhibit B.

Dated: New York, New York  
June 3, 2003

WACHTELL, LIPTON, ROSEN & KATZ

By

  
Harold S. Novikoff

A Member of the Firm

51 West 52nd Street

New York, New York 10019

(212) 403-1000

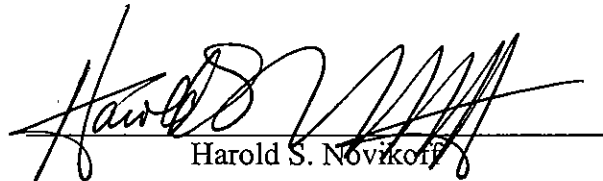
Special Corporate Counsel to the Debtors

VERIFICATION

STATE OF NEW YORK       )  
                                      ) ss.:  
COUNTY OF NEW YORK    )

Harold S. Novikoff, after being duly sworn according to law, deposes and says:

1. I am a member of the applicant firm, Wachtell, Lipton, Rosen & Katz ("Wachtell, Lipton").
2. I have personally performed some of the legal services rendered by Wachtell, Lipton, and am generally familiar with the other work performed on behalf of the Debtors by the lawyers and paraprofessionals of Wachtell, Lipton, as special corporate counsel to the Debtors.
3. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware and the Amended Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, signed April 17, 2002, and submit that the Application substantially complies with such rules and Order.

  
Harold S. Novikoff

SWORN and SUBSCRIBED  
before me this 3<sup>rd</sup> day of June, 2003.

  
\_\_\_\_\_  
NOTARY PUBLIC  
JEAN NEILS  
Notary Public, State of New York  
No. 01NE4640899  
Qualified in Bronx County  
Certificate Filed in New York County  
Commission Expires November 30, 2005

\_\_\_\_\_  
Notary Public, State of New York  
No. \_\_\_\_\_  
Qualified in \_\_\_\_\_ County  
Commission Expires \_\_\_\_\_

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**FEE DETAIL FOR THE SEVENTH MONTHLY  
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ROSEN & KATZ FOR THE PERIOD FROM  
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